

PUBLIC DISCLOSURE

January 20, 2009

COMMUNITY REINVESTMENT ACT PERFORMANCE EVALUATION

**Brighton Bank
Certificate Number 22578**

**7101 Highland Drive
Salt Lake City, Utah 84121**

**Federal Deposit Insurance Corporation
25 Jessie Street at Ecker Square, Suite 2300
San Francisco, California 94105**

NOTE: This evaluation is an evaluation of this institution's record of meeting the credit needs of its entire community, including low-and moderate-income neighborhoods, consistent with safe and sound operation of the institution. This evaluation is not, nor should it be construed as, an assessment of the financial condition of this institution. The rating assigned to this institution does not represent an analysis, conclusion or opinion of the federal financial institution.

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GENERAL INFORMATION

The Community Reinvestment Act (CRA) requires each federal financial supervisory agency to use its authority when examining financial institutions subject to its supervision, to assess the institution's record of meeting the credit needs of its entire community, including low- and moderate-income (LMI) neighborhoods, consistent with a safe and sound operation of the institution. Upon conclusion of such examination, the agency must prepare a written evaluation of the institution's record of meeting the credit needs of its community.

This document is an evaluation of the CRA performance of **Brighton Bank (BB)** prepared by the **Federal Deposit Insurance Corporation**, the institution's supervisory agency, as of **January 20, 2009**. The agency rates the CRA performance of an institution consistent with the provisions set forth in Appendix A to 12 CFR Part 345.

INSTITUTION RATING

INSTITUTION'S CRA RATING: This institution is rated Satisfactory.

An institution in this group has a satisfactory record of helping to meet the credit needs of its assessment area (AA), including LMI neighborhoods, in a manner consistent with its resources and capabilities. This rating is supported by the following:

- An analysis of small business loan originations reveals a reasonable penetration of lending among businesses of different sizes.
- The geographic distribution of small business loans reflects an excellent dispersion throughout the AA.
- A substantial majority of small business loan originations are within the AA.
- The average net loan-to-deposit (ANLTD) ratio is reasonable, given the bank's size, competitive forces, financial condition, and AA credit needs.
- The bank has not received any complaints relating to its CRA performance.

Fair Lending or Other Illegal Credit Practices Review

An isolated violation of the Equal Credit Opportunity Act, involving discrimination on the basis of marital status, was identified during the examination. Given the isolated nature, the violation did not negatively impact the bank's CRA rating.

SCOPE OF THE EVALUATION

This evaluation reflects BB's CRA performance since January 5, 2004, the date of the previous CRA Performance Evaluation. The evaluation was conducted from BB's Family Place Branch located at 93 West 3300 South in Salt Lake City, Utah. Given BB's total assets of approximately \$156 million, the FDIC evaluated the bank's CRA performance using small bank CRA examination procedures. These procedures apply to banks with total assets of less than \$265 million. Examiners evaluated BB's CRA performance in the context of the following:

- The current economic environment;
- Demographic characteristics of its AA;
- Lending and community development opportunities within its AA;
- Bank financial resources and constraints;
- Bank product offerings and business strategy;
- Information derived from community contacts; and
- Performance of similarly situated institutions, if any.

The CRA evaluation focused on BB's small business lending activity (commercial real estate and commercial/industrial loans originated in amounts of \$1 million or less), because this is a primary lending focus of the bank and represents the largest portion (49 percent) of the bank's loan portfolio, as of the September 30, 2008, Report of Condition (Call Report). To evaluate BB's lending performance, examiners reviewed small business loans originated from January 1, 2008, to December 31, 2008 (review period).

There were 50 small business loans, totaling approximately \$6 million, originated during the review period. These loans were identified through a review of an electronic download of BB's loan portfolio, as of December 31, 2008. This universe of loans was used to analyze the level of lending within BB's AA and the geographic distribution of loans. For the borrower profile analysis, a sample of 23 loans totaling approximately \$2 million was randomly selected from the universe of 50 small business loans originated during the review period. The sample of small business loans was reviewed for gross annual revenues of the business borrowers.

Residential real estate lending comprises only 8 percent of BB's loan portfolio, as of the September 30, 2008, Call Report. This is not the bank's primary lending focus. Furthermore, while BB is subject to the Home Mortgage Disclosure Act (HMDA) data collection requirements, the bank reported fewer than five loans for HMDA purposes for each of the past three years. Analysis of such a small number of loans would not yield reliable conclusions. As such, an analysis of these loans is not included in this evaluation. Consumer loans were not reviewed because of the limited number and dollar volume of lending in this loan type. BB does not originate agricultural loans.

In the analyses of the borrower profile and geographic distribution of small business loans, D&B is presented for comparison purposes. The D&B is based on the geographic location, using 2000 U.S. Census boundaries, of the total number of businesses within the AA and the reported gross annual sales of those businesses.

DESCRIPTION OF INSTITUTION

BB is headquartered in Salt Lake City, Utah, and is a commercial bank with total loans of \$95 million and total assets of \$156 million as of September 30, 2008. The bank is wholly-owned by Brighton Bancorp, a one-bank holding company. The prior CRA Performance Evaluation dated January 5, 2004, rated the institution “Satisfactory.” No legal or financial impediments exist which would prohibit BB from meeting the credit needs of the community.

Loan Portfolio

The composition of BB’s loan portfolio is depicted in Table 1 below. Information from the bank’s Call Report for September 30, 2008, was used for the table. Commercial loans (commercial real estate and commercial/industrial loans) comprise 49 percent of total loans. Construction, land development, and other land loans comprise 42 percent of total loans. Residential real estate lending (1 to 4 family and multi-family residential loans) comprises 8 percent of total loans. Consumer-purpose loans comprise 1 percent of total loans.

Table 1: Composition of Loan Portfolio as of September 30, 2008		
Loan Type	Dollar Amount (000s)	Percent of Total Loans (%)
Construction and Land Development	39,738	42%
Secured by Farmland	0	0%
1-4 Family Residential	5,612	6%
Multi-Family (5 or more) Residential	1,556	2%
Commercial Real Estate	43,796	46%
Total Real Estate Loans	90,702	96%
Commercial/Industrial	3,190	3%
Lease Financing Receivables	0	0%
Agricultural	0	0%
Consumer	1,391	1%
Other Loans	77	Nominal
Obligation of state and political subdivisions	0	0%
LESS: Unearned Income on Loans	546	Nominal
Total Loans	94,814	100%

Source: September 30, 2008 Call Report

Credit Products

BB offers a variety of loan products to meet the credit needs of the residents and businesses within its AA. BB’s primary business focus is commercial lending; however, the bank is also active in the origination of construction and land development loans. BB also offers residential real estate loans and other consumer purpose loans on a limited basis. No new loan products have been introduced since the previous CRA Performance Evaluation.

Bank Operations

BB operates a main office and four branch offices. These offices are located throughout Salt Lake County. No branches have been opened or closed since the previous CRA Performance Evaluation. The main office and branch lobby are open from 9:30 a.m. to 5:00 p.m. Monday through Friday. With the exception of the North Temple Office, located at 940 West North Temple, lobby hours are from 9:30 a.m. to 3:00 p.m. Monday through Friday. Drive-up hours at the main office and all branches are from 8:30 a.m. to 6:00 p.m. Monday through Friday, and from 9:30 a.m. to 1:00 p.m. on Saturday. The drive-up window is closed on Saturdays at the Midtown Office and City Center Office located at 1735 South 300 West and 311 South State Street, respectively. BB has a Small Business Administration (SBA) department which is located at the main office on 7101 South Highland Drive. The bank owns and operates two automated teller machines (ATMs); one located at the main office and the other located at the Family Place Branch. Other access to banking services is available through online banking at the bank's website, www.brightonbank.com.

DESCRIPTION OF AA

The CRA requires financial institutions to delineate one or more AAs within which regulatory agencies evaluate the institution's record of helping to meet the credit needs of its community and surrounding area. An AA must consist generally of one or more metropolitan areas or one or more contiguous political subdivisions, such as counties, cities, or towns, in which the bank has its main office, branches, and deposit-taking remote service facilities. For the purposes and requirements of CRA, BB has defined its AA as all of Salt Lake County. This AA meets regulatory requirements. Salt Lake County is part of the Salt Lake City, Utah Metropolitan Statistical Area (MSA) #41620 and is located along the Wasatch Mountain front. BB's main office and four branches are all located in Salt Lake County. The AA includes a total of 193 census tracts (CTs). Of the 193 CTs; 55 are designated upper-income, 90 are designated middle-income, 43 are designated moderate-income, and 5 are designated low-income.

Demographics

Table 2 provides selected demographic information for BB's AA. The demographic data indicates that approximately 8 percent and 23 percent of businesses in the AA are located in LMI CTs, respectively. The total population of the AA is 898,387 with approximately 1 percent of the population in low-income CTs and 23 percent in moderate income CTs.

Table 2: Demographic Information for Salt Lake County					
Demographic Characteristics	#	Low % of #	Moderate % of #	Middle % of #	Upper % of #
Geographies (CTs)*	193	3%	22%	47%	28%
Population by Geography*	898,387	1%	23%	49%	27%
Business by Geography**	90,231	8%	23%	40%	29%
Median Family Income*	54,586	Unemployment Rate *			2.4%
		Unemployment Rate (As of 3 rd Quarter 2007)***			3.5%

Source: *2000 U.S. Census, **2007 D&B, ***Bureau of Labor Statistics (Haver Analytics)

Economy

Principal industries in the Salt Lake City MSA include, but are not limited to, state and local government, limited-service eating place, full-service restaurants, management of companies and enterprises, and employment services. Moody's Economy.com indicates the largest employers in the Salt Lake City MSA, based on December 2008 data, are as follows:

- ♦ Intermountain Health Care Inc.
- ♦ Huntsman Corporation, LLC
- ♦ Zions Bancorporation
- ♦ University Hospitals/Clinics
- ♦ Wells Fargo & Company
- ♦ Discover Financial Services
- ♦ University of Utah
- ♦ Teleperformance USA
- ♦ Convergys
- ♦ Associated Food Stores, Inc.
- ♦ L-3 Communications System-West
- ♦ Larry H. Miller Corporation

According to information gathered by D&B for the year 2007, there were 90,231 businesses located within the bank's designated AA. Service establishments comprise 35 percent of the total businesses. Other business types include: finance, insurance and real estate at 12 percent; retail trade at 11 percent; and construction at 8 percent. For the third quarter of 2008, Salt Lake County's unemployment rate was 3.5 percent. The unemployment rate is below the state and national averages of 3.6 and 6 percent, respectively.

Competitive Environment

There are a total of 58 banks with offices or branches located in the bank's AA. BB ranks 35th in deposit market share, holding .06 percent of total deposits. However, the Salt Lake County market includes several large industrial banks. The majority of industrial banks use brokered deposits to fund the asset side of the balance sheet. The use of these deposits inflates the industrial bank market share and distorts the data.

Community Contact

Several community contacts were made throughout 2008 that targeted credit and other financial services and community needs within the Salt Lake County AA. These were reviewed in conjunction with this evaluation. Due to the nature of BB's operations, examiners focused on one community contact that reflected the commercial nature of the bank's loan portfolio. The contact stressed the need for small business credit, start-up capital, and programs for individuals

with poor credit histories due to divorce or illness. Although the contact revealed the need for banks to improve their performance in meeting these needs, it was also stated that much of the need is a result of the current economic conditions. The contacts perceive that local banks have tightened credit standards due to the poor economy, thereby decreasing the amount of credit offered to those with poor credit histories.

CONCLUSIONS WITH RESPECT TO PERFORMANCE CRITERIA

BB's CRA performance reflects reasonable responsiveness to AA credit needs. The bank's performance under each of the small bank performance criteria is summarized below. BB's reasonable borrower profile performance, coupled secondarily with its excellent geographic distribution of loans, is given the greatest weight in determining the bank's overall CRA performance.

Borrower Profile

The distribution of BB's small business loans reflects a reasonable distribution among businesses of different revenue sizes. Table 3 provides the distribution of a sample of the bank's small business loans within the AA, by number and dollar volume of loans, among businesses with differing revenues. For this evaluation, more emphasis was placed on the percentage of the number of loans BB originated, as it represents the number of businesses that received financing from the bank. The distribution of the total number of businesses in the AA is shown for comparison purposes.

Table 3: Borrower Distribution of Small Business Loans in AA						
Revenue Size (000s)	Bank Loans*				Businesses**	
	#	%	\$ (000s)	%	#	%
< \$100	2	9%	103	5%	27,794	31%
\$100 - \$250	3	13%	275	12%	19,115	21%
\$250 - \$1000	7	30%	426	19%	10,451	12%
≤ \$1,000	12	52%	804	36%	57,360	64%
> \$1,000	8	35%	1,322	60%	4,391	5%
Not Reported	3	13%	91	4%	28,480	31%
Total	23	100%	2,217	100%	90,231	100%

Sources: *Sample of the bank's small business loans originated between 1/1/2008 and 12/31/2008; **2007 D&B

As illustrated in Table 3, BB's penetration of small business loans to businesses with gross annual revenues of \$1 million or less within the AA is 52 percent by number and 36 percent by dollar volume, which is below the AA total number of businesses with gross annual revenues less than \$1 million of 64 percent. Management indicated that the bank has done a considerable amount of work in marketing to small business to increase the volume of loans to small businesses with revenues of less than \$1 million. In addition, the bank has recently added an additional SBA lender in order to better address the credit needs of small businesses. BB originated 3 SBA program loans totaling \$899,983 and 4 loans totaling \$637,850 for the calendar years 2007 and 2008, respectively. BB also makes loans to small businesses secured by residential real estate, which are not reflected in the above analysis. Although BB's distribution

of small business loans is below the demographic comparison, the distribution is deemed reasonable because the bank serves both large and small businesses.

Geographic Distribution

The geographic distribution of BB's small business loans reflects an excellent dispersion throughout the AA. No unexplained lending gaps were identified. Table 4 provides the geographic distribution, by number and dollar volume, of the universe of BB's small business loans originated within the AA over the review period. The geographic distribution of the total number of businesses in the AA is shown for comparison purposes.

Table 4: Geographic Distribution of Small Business Loans in AA						
Tract Income Level	Bank Loans*				Businesses**	
	#	%	\$ (000s)	%	#	%
Low	11	22	584	10	7,607	8
Moderate	19	38	2,528	44	20,523	23
Middle	15	30	2,344	41	36,393	40
Upper	5	10	267	5	25,708	29
NA	0	0	0	0	0	0
Total	50	100	5,723	100	90,231	100

Sources: *Bank's small business loans originated between 1/1/2008 and 12/31/2008; **2007 D&B

As illustrated in Table 4, of BB's total small business loans, 22 percent by number and 10 percent by dollar volume were originated in low-income CTs. In addition, 38 percent by number and 44 percent by dollar volume of BB's small business loans were originated in moderate-income CTs. This performance compares very favorably to the percentage of businesses that are located within these CTs. According to D&B, 8 percent of the 90,231 businesses within the AA are located in low-income CTs and 23 percent are located in moderate-income CTs. BB's distribution reflects its commitment to lend to businesses throughout its AA, in particular to those in LMI CTs.

AA Concentration

BB originated a substantial majority of its small business loans within its AA. All 50 of BB's small business loans originated over the review period were made to businesses located within the AA. These loans total to nearly \$6 million. This reflects the bank's strong commitment to extend credit within its AA.

ANLTD Ratio

BB's ANLTD ratio is reasonable given the bank's size, financial condition, and AA credit needs. This reflects the extent to which the bank utilizes its deposit resources to extend credit. BB's ANLTD ratio is approximately 61 percent based on the 20 quarter-end ratios since the previous CRA evaluation January 5, 2004, through September 30, 2008. Over the 20 quarter period, BB's ANLTD ratio ranged from 52 percent for the quarter ending December 31, 2005, to 77 percent, for the quarter ending June 30, 2008. From September 30, 2007, to September 30, 2008, total loans increased by 8 percent while total deposits increased by 7 percent. For comparison

purposes, a bank's ANLTD ratio is compared to the ratios of similarly situated institutions within the AA. BB's ANLTD ratio is lower than similarly situated institution levels of 80, 84, and 95 percent. Nevertheless, BB's performance is deemed reasonable given the bank's historically conservative lending practices.

Response to Complaints

BB has not received any CRA-related complaints since the previous evaluation.

APPENDIX A - GENERAL DEFINITIONS

Aggregate lending: The number of loans originated and purchased by all reporting lenders in specified income categories as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the metropolitan area/AA.

Area Median Income: The median family income for the MSA, if a person or geography is located in an MSA; or the statewide non-metropolitan median family income, if a person or geography is located outside an MSA.

Census tract: A small subdivision of metropolitan and other densely populated counties. Census tract boundaries do not cross county lines; however, they may cross the boundaries of metropolitan statistical areas. Census tracts usually have between 2,500 and 8,000 persons, and their physical size varies widely depending upon population density. Census tracts are designed to be homogeneous with respect to population characteristics, economic status, and living conditions to allow for statistical comparisons.

Community development: (1) Affordable housing (including multifamily rental housing) for low- or moderate-income individuals; (2) community services targeted to low- or moderate-income individuals; (3) activities that promote economic development by financing businesses or farms that meet the size eligibility standards of the Small Business Administration's Development Company or Small Business Investment Company programs (13 CFR 121.301) or have gross annual revenues of \$1 million or less; or, (4) activities that revitalize or stabilize: (i) Low- or moderate-income geographies; (ii) Designated disaster areas; or (iii) Distressed or underserved non-metropolitan middle-income geographies designated by the agencies, based on a. Rates of poverty, unemployment, and population loss; or b. Population size, density, and dispersion. Activities that revitalize and stabilize geographies designated based on population size, density, and dispersion if they help to meet essential community needs, including needs of low- and moderate-income individuals.

Community Development Corporation (CDC): A CDC allows banks and holding companies to make equity type of investments in community development projects. Bank CDCs can develop innovative debt instruments or provide near-equity investments tailored to the development needs of the community as well as to the financial and marketing needs of the bank. A CDC may purchase, own, rehabilitate, construct, manage, and sell real property. Also, it may make equity or debt investments in development projects and in local businesses. The CDC activities are expected to directly benefit low- and moderate-income groups, and the investment dollars should not represent an undue risk on the banking organization.

Community Development Financial Institutions (CDFIs): CDFIs are private intermediaries (either for profit or nonprofit) with community development as their primary mission. A CDFI facilitates the flow of lending and investment capital into distressed communities and to individuals who have been unable to take advantage of the services offered by traditional financial institutions. Some basic types of CDFIs include community development banks, community development loan funds, community development credit unions, micro-enterprise

funds, and community development venture capital funds. A certified CDFI must meet eligibility requirements, which include: having a primary mission of promoting community development; serving an investment area or target population; providing development services; maintaining accountability to residents of its investment area or targeted population through representation on its governing board of directors, or by other means; and not constituting an agency or instrumentality of the United States, of any state or political subdivision of a state.

Consumer loan(s): A loan(s) to one or more individuals for household, family, or other personal expenditures. A consumer loan does not include a home mortgage, small business, or small farm loan. This definition includes the following categories: motor vehicle loans, credit card loans, home equity loans, other secured consumer loans, and other unsecured consumer loans.

Family: Includes a householder and one or more other persons living in the same household who are related to the householder by birth, marriage, or adoption. The number of family households always equals the number of families; however, a family household may also include non-relatives living with the family. Families are classified by type as either a married-couple family or other family, which is further classified into the following below:

- ☐ Male householder (A family with a male householder and no wife present) or
- ☐ Female householder (A family with a female householder and no husband present).

Full-scope review: Performance under the Lending, Investment, and Service Tests is analyzed considering performance context, quantitative factors (for example, geographic distribution, borrower distribution, and total number and dollar amount of investments), and qualitative factors (for example, innovativeness, complexity, and responsiveness).

Geography: A census tract delineated by the United States Bureau of the Census in the most recent decennial census.

Home Mortgage Disclosure Act (HMDA): The statute that requires certain mortgage lenders that do business or have banking offices in a metropolitan statistical area to file annual summary reports of their mortgage lending activity. The reports include such data as the race, gender, and the income of applications, the amount of loan requested, and the disposition of the application (for example, approved, denied, and withdrawn).

Home mortgage loans: Includes home purchase and home improvement loans as defined in the HMDA regulation. This definition also includes multifamily (five or more families) dwelling loans, loans for the purchase of manufactured homes and refinancing of home improvement and home purchase loans.

Household: Includes all persons occupying a housing unit. Persons not living in households are classified as living in group quarters. In 100 percent tabulations, the count of households always equals the count of occupied housing units.

HUD Adjusted Income Data: The U.S. Department of Housing and Urban Development (HUD) issues annual estimates which update median family income from the metropolitan and non-metropolitan areas. HUD starts with the most recent U.S. Census data and factors in

information from other sources to arrive at an annual estimate that more closely reflects current economic conditions.

Limited-scope review: Performance under the Lending, Investment, and Service Tests is analyzed using only quantitative factors (for example, geographic distribution, borrower distribution, total number and dollar amount of investments and branch distribution).

Low-income: Individual income that is less than 50 percent of the area median income, or a median family income that is less than 50 percent, in the case of geography.

Low Income Housing Tax Credits: The Low-Income Housing Tax Credit Program is a housing program contained within the Internal Revenue Code of 1986, as amended, which is administered by the U.S. Department of the Treasury and the Internal Revenue Service. The U.S. Treasury Department, through the Internal Revenue Service, distributes low-income housing tax credits to housing credit agencies. The housing agencies allocate tax credits on a competitive basis. Developers who acquire, rehabilitate, or construct low-income rental housing may keep their tax credits or sell them to corporations or investor groups, who, as owners of these properties, will be able to reduce their own federal tax payments. The credit can be claimed annually for ten consecutive years. For a project to be eligible, the developer must set aside a specific percentage of units for occupancy by low-income residents. The set-aside requirement remains in place throughout the compliance period, usually 30 years.

Market share: The number of loans originated and purchased by the institution as a percentage of the aggregate number of loans originated and purchased by all reporting lenders in the metropolitan area/AA.

Median Income: The median income divides the income distribution into two equal parts, one having incomes above the median and other having incomes below the median.

Metropolitan area (MA): A metropolitan statistical area (MSA) or a metropolitan division (MD) as defined by the Office of Management and Budget. A MSA is a core area containing at least one urbanized area of 50,000 or more inhabitants, together with adjacent communities having a high degree of economic and social integration with that core. A MD is a division of a MSA based on specific criteria including commuting patterns. Only a MSA that has a population of at least 2.5 million may be divided into MDs.

Middle-income: Individual income that is at least 80 percent and less than 120 percent of the area median income, or a median family income that is at least 80 percent and less than 120 percent, in the case of geography.

Moderate-income: Individual income that is at least 50 percent and less than 80 percent of the area median income, or a median family income that is at least 50 percent and less than 80 percent, in the case of geography.

Multifamily: Refers to a residential structure that contains five or more units.

Non-Metropolitan Area: All areas outside of metropolitan areas. The definition of non-metropolitan area is not consistent with the definition of rural areas. Urban and rural classifications cut across the other hierarchies; for example, there is generally both urban and rural territory within both metropolitan and non-metropolitan areas.

Other products: Includes any unreported optional category of loans for which the institution collects and maintains data for consideration during a CRA examination. Examples of such activity include consumer loans and other loan data an institution may provide concerning its lending performance.

Owner-occupied units: Includes units occupied by the owner or co-owner, even if the unit has not been fully paid for or is mortgaged.

Qualified investment: A qualified investment is defined as any lawful investment, deposit, membership share, or grant that has as its primary purpose community development.

Rated area: A rated area is a state or multistate metropolitan area. For an institution with domestic branches in only one state, the institution's CRA rating would be the state rating. If an institution maintains domestic branches in more than one state, the institution will receive a rating for each state in which those branches are located. If an institution maintains domestic branches in two or more states within a multistate metropolitan area, the institution will receive a rating for the multistate metropolitan area.

Small loan(s) to business (es): A loan included in 'loans to small businesses' as defined in the Consolidated Report of Condition and Income (Call Report) and the Thrift Financial Reporting (TFR) instructions. These loans have original amounts of \$1 million or less and typically are secured either by nonfarm or nonresidential real estate or are classified as commercial and industrial loans. However, thrift institutions may also exercise the option to report loans secured by nonfarm residential real estate as "small business loans" if the loans are reported on the TFR as non-mortgage, commercial loans.

Small loan(s) to farm(s): A loan included in "loans to small farms" as defined in the instructions for preparation of the Consolidated Report of Condition and Income (Call Report). These loans have original amounts of \$500,000 or less and are either secured by farmland, or are classified as loans to finance agricultural production and other loans to farmers.

Upper-income: Individual income that is more than 120 percent of the area median income, or a median family income that is more than 120 percent, in the case of geography.